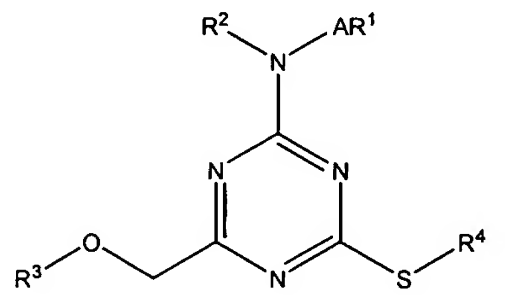
Amendments to the Claims:

The following listing of claims will replace all prior versions, and listing of claims in the application. For the Examiner's convenience a complete listing of all claims incorporating the amendments made herein is attached as Appendix A.

Listing of Claims:

1. (Currently Amended) A method of treating ~~a disease state~~ or preventing atherosclerosis in a mammal ~~that is alleviable by treatment with an agent capable of increasing ABCA-1 expression~~, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of the Formula I:



Formula I

wherein:

A is ~~$C(Z^1)$, $C(Z^1)$ NH , SO_2, or~~ a covalent bond;

~~where Z^1 is oxygen or sulfur;~~

R^1 and R^2 are~~is~~ hydrogen~~, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;~~

~~R^2 is hydrogen, alkyl, or cycloalkyl; or~~

~~R^1, R^2, and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle~~;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl; and

R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl

~~with the proviso that when A is a covalent bond and R^2 is hydrogen then R^1 cannot be phenyl~~.

2. (Cancelled)

3. (Currently Amended) The method of claim 1, wherein ~~R^2 is hydrogen and~~ R^4 is optionally substituted alkyl.

4. (Original) The method of claim 3, wherein R^3 is optionally substituted aryl or optionally substituted heteroaryl.

Claims 5 and 6. (Cancelled)

7. (Currently Amended) The method of claim ~~6~~4, wherein R^3 is optionally substituted phenyl.

8. (Previously Presented) The method of claim 7, wherein R^4 is alkyl of 1-8 carbon atoms.

9. (Previously Presented) The method of claim 8, wherein R^3 is 4-t-butylphenyl and R^4 is methyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-methylthio-1,3,5-triazine-2-ylamine.

10. (Original) The method of claim 8, wherein R^3 is 4-t-butylphenyl and R^4 is n-pentyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-pentylthio-1,3,5-triazine-2-ylamine.

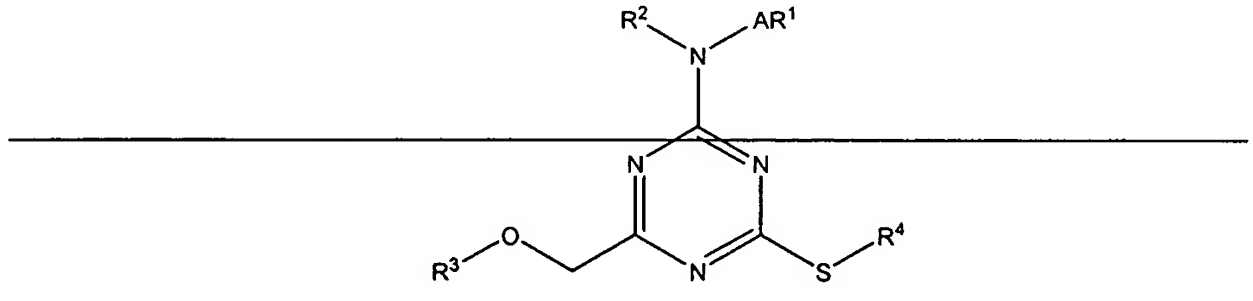
11. (Cancelled)

12. (Currently Amended) The method of claim ~~11~~8, wherein R^3 is 3-chlorophenyl, R^4 is methyl, and R^5 is hydrogen, namely 4-[(3-chlorophenylamino)methyl]-6-methylthio-[1,3,5]triazin-2-ylamine.

13. (Currently Amended) The method of claim ~~11~~8, wherein R^3 is 2,4-dimethoxyphenyl, R^4 is methyl, and R^5 is hydrogen, namely N-{[(3,5-dimethoxyphenyl]aminomethyl}-4-methylthio-1,3,5-triazine-2-ylamine;

Claims 14-33 (Cancelled)

34. (Currently Amended) ~~A~~ The method of claim 1, further comprising coadministration of a therapeutically effective amount of a compound that lowers LDL cholesterol~~for treating a condition related to coronary artery disease in a mammal that can be usefully treated with a combination of a compound that elevates serum levels of HDL cholesterol and a compound that lowers LDL cholesterol, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of Formula I~~



~~Formula I~~

~~wherein:~~

~~A is $C(Z^1)$, $C(Z^1)NH$, SO_2, or a covalent bond;~~

~~where Z^1 is oxygen or sulfur;~~

~~R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;~~

~~R^2 is hydrogen , alkyl, or cycloalkyl; or~~

~~R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;~~

~~R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;~~

~~R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl; and~~

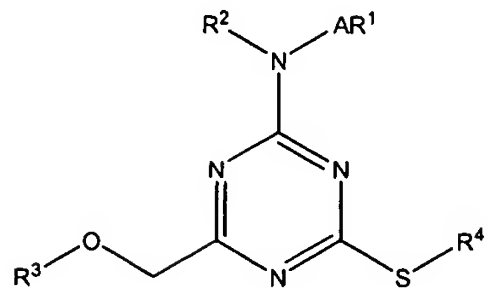
~~R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl~~

~~with the proviso that when A is a covalent bond and R^2 is hydrogen then R^1 cannot be phenyl~~

~~and a compound that lowers LDL cholesterol~~.

35. (Original) The method of claim 34, wherein the LDL cholesterol lowering compound is chosen from clofibrate, gemfibrozil, and fenofibrate, nicotinic acid, mevinolin, mevastatin, pravastatin, simvastatin, fluvastatin, lovastatin, cholestyrine, colestipol and probucol.

36. (Currently Amended) A compound of the Formula I:



Formula I

wherein:

A is ~~C(Z¹), C(Z¹)NH, SO₂, or~~ a covalent bond;

~~where Z¹ is oxygen or sulfur;~~

R^1 ~~is~~ and R^2 are hydrogen~~, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;~~

~~R^2 is hydrogen, alkyl, or cycloalkyl; or~~

~~R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle~~;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is ~~hydrogen,~~ optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl; and

R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl

with the proviso that

when ~~A is a covalent bond, R^1 and R^2 are both hydrogen and~~ R^4 is methyl or ethyl, R^3 cannot be lower alkyl or unsubstituted phenyl~~; and~~

~~when A is a covalent bond, R^1 cannot be substituted phenyl~~.

Claims 37 and 38. (Cancelled)

39. (Currently Amended) The compound of claim ~~38~~36, wherein R^3 is optionally substituted aryl or optionally substituted heteroaryl.

Claims 40 and 41. (Cancelled)

42. (Currently Amended) The compound of claim ~~41~~39, wherein R^3 is optionally substituted phenyl.

43. (Previously Presented) The compound of claim 42, wherein R^4 is alkyl of 1-8 carbon atoms.

44. (Original) The compound of claim 43, wherein R^3 is 4-t-butylphenyl and R^4 is methyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-pentylthio-1,3,5-triazine-2-ylamine.

45. (Original) The compound of claim 43, wherein R^3 is 4-t-butylphenyl and R^4 is n-pentyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-pentylthio-1,3,5-triazine-2-ylamine.

46. (Original) The compound of claim 43, wherein R^3 is 3-chlorophenyl, R^4 is methyl, and R^5 is hydrogen, namely 4-[(3-chlorophenylamino)methyl]-6-methylthio-[1,3,5]triazin-2-ylamine.

47. (Original) The compound of claim 43, wherein R^3 is 2,4-dimethoxyphenyl, R^4 is methyl, and R^5 is hydrogen, namely N-{[(3,5-dimethoxyphenyl]aminomethyl}-4-methylthio-1,3,5-triazine-2-ylamine.

Claims 48-62. (Cancelled)

63. (Previously Presented) A pharmaceutical composition comprising at least one pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of claim 36.